



2 Grand Central Tower  
140 E. 45<sup>th</sup> Street, 37<sup>th</sup> Floor  
New York NY 10017

April 19, 2012

FEDERAL EXPRESS  
NEXT DAY DELIVERY

GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034  
Attn: Chief Servicing Officer

GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034  
Attn: General Counsel

GMAC Mortgage, LLC  
3451 Hammond Ave.  
Waterloo, IA 50702-5345  
Attn: General Manager

RE: Servicing Agreement by and between Shellpoint Partners LLC (formerly known as Shellpoint Mortgage LLC ) and GMAC Mortgage, LLC dated as of August 15, 2011 (the "**Servicing Agreement**")

Dear Sirs:

Shellpoint Partners LLC, formerly known as Shellpoint Mortgage LLC ("Shellpoint") hereby notifies GMAC Mortgage, LLC that, in accordance with Section 11.01(b) of the Servicing Agreement, it has elected to terminate the Servicing Agreement with respect to all Mortgage Loans and REO Property effective July 18, 2012 (ninety days from the date of this notice) or such earlier date as is acceptable to GMAC Mortgage, LLC. Shellpoint understands and agrees that in conjunction with the termination of servicing and the Servicing Agreement pursuant to Section 11.01(b), GMAC Mortgage, LLC is entitled to a receive Deboarding Fees and Termination Fees in accordance with the Servicing Agreement.

Shellpoint will notify you shortly of the successor servicer.

Please feel free to contact the undersigned with any questions or concerns.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Saul I. Sanders', with a long horizontal line extending to the right.

Saul I. Sanders  
Co-Chief Executive Officer, Shellpoint Partners LLC